

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES INVESTOR PROTECTION CORPORATION,	: Adv. Pro. No. 08-01789 (SMB)
Plaintiff,	:
v.	: SIPA Liquidation
BERNARD L. MADOFF INVESTMENT SECURITIES LLC,	: (Substantively Consolidated)
Defendant.	:
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In re	:
BERNARD L. MADOFF,	:
Debtor.	:
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IRVING H. PICARD, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC,	: Adv. Pro. No. 10-05444 (SMB)
Plaintiff,	:
v.	:
THE LEEDS PARTNERSHIP, MARGARET AND RICHARD LIPMANSON FOUNDATION,	:
KALEIDOSCOPE FOUNDATION, GERARD LEEDS, as general partner of The Leeds Partnership,	:
LISELOTTE A/K/A LILO LEEDS, as general partner of The Leeds Partnership, RICHARD LEEDS, as	:
general partner of The Leeds Partnership, MICHAEL LEEDS, as general partner of The Leeds Partnership,	:
DANIEL LEEDS, as general partner of The Leeds Partnership, GREGORY JOBIN LEEDS, as general	:
partner of The Leeds Partnership, and JENNIFER LEEDS, as general partner of The Leeds Partnership,	:
Defendants.	:
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NOTICE OF SUBSTITUTION OF COUNSEL AND PROPOSED ORDER

PLEASE TAKE NOTICE that the law firm of Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, shall be substituted in place of the law firm of Cooley LLP (as successor by merger to Dow Lohnes PLLC), 1114 Avenue of the Americas, New York, New York 10036, as counsel of record for defendants The Leeds Partnership, Margaret and Richard Lipmanson Foundation, Kaleidoscope Foundation, Gerard

Leeds, Liselotte a/k/a Lilo Leeds, Richard Leeds, Michael Leeds, Daniel Leeds, Gregory Jobin
Leeds, and Jennifer Leeds (the "Defendants") in this adversary proceeding. All notices given or
required to be given in this adversary proceeding shall be given to and served upon the
following:

KRAMER LEVIN NAFTALIS & FRANKEL LLP
1177 Avenue of the Americas
New York, New York 10036
Attn: Philip Bentley
Elise S. Frejka
Jason S. Rappaport
Telephone: (212) 715-9100
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efrejka@kramerlevin.com
jrappaport@kramerlevin.com

PLEASE TAKE FURTHER NOTICE THAT the Defendants have knowledge of and
consent to this substitution of counsel.

Dated: New York, New York
February 20, 2014

COOLEY LLP

By: /s/ Lawrence C. Gottlieb
Lawrence C. Gottlieb
1114 Avenue of the Americas
New York, New York 10036
Telephone: 212.479.6000
Facsimile: 212.479.6275

Michael D. Hays
Alyssa T. Saunders
1299 Pennsylvania Avenue, NW
Suite 700
Washington, DC 20004-2400
Telephone: 202.842.7800
Facsimile: 202.842.7899

Dated: New York, New York
_____, 2014

Dated: New York, New York
February 20, 2014

KRAMER LEVIN NAFTALIS & FRANKEL
LLP

By: /s/ Elise S. Frejka
Philip Bentley
Elise S. Frejka
Jason S. Rappaport
1177 Avenue of the Americas
New York, New York 10036
Telephone: 212.715.9100
Facsimile: 212.715.8000

SO ORDERED:

HON. STEWART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES INVESTOR PROTECTION CORPORATION,	:	Adv. Pro. No. 08-01789 (SMB)
Plaintiff,	:	
v.	:	SIPA Liquidation
BERNARD L. MADOFF INVESTMENT SECURITIES LLC,	:	(Substantively Consolidated)
Defendant.	:	
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In re	X	
BERNARD L. MADOFF,	:	
Debtor.	:	
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IRVING H. PICARD, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC,	:	Adv. Pro. No. 10-05444 (SMB)
Plaintiff,	:	
v.	:	
THE LEEDS PARTNERSHIP, MARGARET AND RICHARD LIPMANSON FOUNDATION, KALEIDOSCOPE FOUNDATION, GERARD LEEDS, as general partner of The Leeds Partnership, LISELOTTE A/K/A LILO LEEDS, as general partner of The Leeds Partnership, RICHARD LEEDS, as general partner of The Leeds Partnership, MICHAEL LEEDS, as general partner of The Leeds Partnership, DANIEL LEEDS, as general partner of The Leeds Partnership, GREGORY JOBIN LEEDS, as general partner of The Leeds Partnership, and JENNIFER LEEDS, as general partner of The Leeds Partnership,	:	
Defendants.	:	
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DECLARATION OF ELISE S. FREJKA

I, ELISE S. FREJKA declare as follows:

1. I am special counsel at the law firm of Kramer Levin Naftalis & Frankel LLP and a member of the Bar of this Court. Pursuant to Local Civil Rule 1.4 of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I submit this declaration in support of the accompanying notice and proposed order substituting Kramer

Levin Naftalis & Frankel LLP for Cooley LLP (as successor by merger to Dow Lohnes PLLC), as counsel for defendants The Leeds Partnership, Margaret and Richard Lipmanson Foundation, Kaleidoscope Foundation, Gerard Leeds, Liselotte a/k/a Lilo Leeds, Richard Leeds, Michael Leeds, Daniel Leeds, Gregory Jobin Leeds, and Jennifer Leeds (the "Defendants") in the above-captioned action. I also have read Local Bankruptcy Rule 2090-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York.

2. The Defendants have requested and consent to this substitution of counsel.
3. It is not expected that any delay or prejudice will result to any party in this proceeding from this substitution of counsel.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
February 20, 2014

By: /s/ Elise S. Frejka
Elise S. Frejka